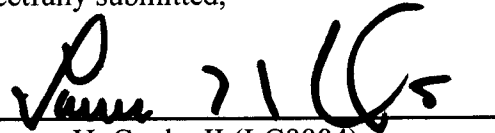


Dated: New York, New York
February 26, 2008

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Lawrence H. Cooke II", written over a horizontal line.

Lawrence H. Cooke II (LC8884)
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Telephone: (212) 307-5500
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Counsel for Defendant
Darryl A. Goldstein

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 1270 Avenue of the Americas
 25th Floor
 New York, New York 10020
 Telephone: (212) 307-5500
 Facsimile: (212) 307-5598
Attorneys for Defendant Darryl A. Goldstein

**UNITED STATES DISTRICT COURT
 SOUTHERN DISTRICT OF NEW YORK**

-----	X	
SECURITIES AND EXCHANGE COMMISSION,	:	No. 07-cv-11275 (JGK/JCF)
	:	
Plaintiff,	:	
	:	DECLARATION OF
v.	:	LAWRENCE H. COOKE, II
	:	IN SUPPORT OF <i>PRO HAC</i>
DARRYL A. GOLDSTEIN and	:	<i>VICE</i> ADMISSION OF
CHRISTOPHER L. O'DONNELL,	:	LaSHON K. KELL, ESQ.
	:	
Defendants.	:	
-----	X	

LAWRENCE H. COOKE, II, a member in good standing of the bar of the State of New York as well as the United States District Court for the Southern District of New York, hereby deposes and says as follows:

1. Ms. Kell is an associate with the law firm of Venable LLP, which maintains offices at Terrell Place, 575 7th Street, N.W., Washington, D.C. 20004 (telephone 202-344-4730; facsimile 202-344-8300; e-mail kkell@venable.com).
2. Ms. Kell is and has been a member in good standing of the bars of the State of New York and the District of Columbia. (Attached to Declaration of LaShon K. Kell, Esq., as Exhibits A and B, are current certificates of good standing from the Third Appellate Division of the State of New York Supreme Court and the District of Columbia Court of Appeals.)
3. Ms. Kell has never been held in contempt of court, nor has she ever been censured, suspended or disbarred by any court.

4. Ms. Kell has read and is familiar with (a) the provisions of the Judicial Code (Title 28 U.S.C.) that pertain to the jurisdiction of, and practice in, the United States District Courts; (b) the Federal Rules of Civil Procedure; (c) the Federal Rules of Evidence; (d) the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York; (e) the New York State Lawyer's Code of Professional Responsibility as adopted from time to time by the Appellate Divisions of the State of New York; and (f) the Code of Professional Responsibility of the American Bar Association.
5. If admitted to practice before this Court, Ms. Kell will faithfully adhere to all rules applicable to her conduct in connection with her activities representing Darryl A. Goldstein in this matter.
6. No prior motion to admit Ms. Kell has been made in this matter.
7. Ms. Kell agrees to pay the fee of \$25.00 upon approval by this Court admitting Ms. Kell to practice *pro hac vice*.

Therefore, Movant respectfully requests that for the foregoing reasons, this Court enter an Order permitting LaShon K. Kell, Esq. to appear as counsel for Defendant Darryl A. Goldstein *pro hac vice* in the above-captioned matter.

Dated: New York, New York
February 26, 2008

Respectfully submitted,



Lawrence H. Cooke II (LC8884)
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***Counsel for Defendant
Darryl A. Goldstein***

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Facsimile: (212) 307-5598
Attorneys for Defendant Darryl A. Goldstein

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
SECURITIES AND EXCHANGE COMMISSION,	:	
	:	
Plaintiff,	:	
	:	
v.	:	No. 07-cv-11275 (JGK/JCF)
	:	
DARRYL A. GOLDSTEIN and	:	
CHRISTOPHER L. O'DONNELL,	:	
	:	
Defendants.	:	
-----	X	

**DECLARATION OF LASHON K. KELL, ESQ.
IN SUPPORT OF MOTION FOR *PRO HAC VICE* ADMISSION**

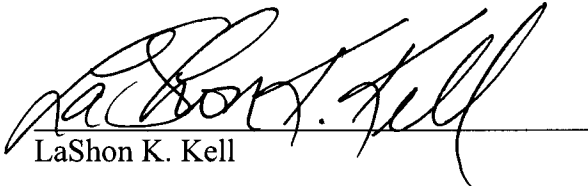
I, LaShon K. Kell, Esq., hereby declare:

1. I am an associate with the law firm of Venable LLP, which maintains offices at Terrell Place, 575 7th Street, N.W., Washington, D.C. 20004 (telephone 202-344-4094; facsimile 202-344-8300; e-mail lkcell@venable.com).
2. I am and have been a member in good standing of the bars of the State of New York and the District of Columbia. Attached hereto as Exhibits A and B are current Certificates of Good Standing by the Third Appellate Division of the State of New York Supreme Court and the District of Columbia Court of Appeals.
3. I have never been held in contempt of court, nor have I ever been censured, suspended or disbarred by any court.
4. I have read and am familiar with (a) the provisions of the Judicial Code (Title 28 U.S.C.), which pertains to the jurisdiction of, and practice in, the United States

District Courts; (b) the Federal Rules of Civil Procedure; (c) the Federal Rules of Evidence; (d) the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York; (e) the New York State Lawyer's Code of Professional Responsibility as adopted from time to time by the Appellate Divisions of the State of New York; and (f) the Code of Professional Responsibility of the American Bar Association.

5. If admitted to practice before the Court, I will faithfully adhere to all rules applicable to my conduct in connection with my activities representing Darryl A. Goldstein in this matter.
6. No prior motion to admit me has been made in this matter.
7. I agree to pay the fee of \$25.00 upon approval by the Court admitting me to practice *pro hac vice*.
8. I respectfully submit to the Court that I meet all of the requirements for *pro hac vice* admission to practice before the Court in this matter and, for all of the foregoing reasons, should be so admitted to be able to represent Darryl A. Goldstein in this matter.
9. I declare under the penalty of perjury under the laws of the United States of America, and pursuant to Fed. R. Civ. P. 11, that the foregoing is true and correct.

**Dated: Washington, D.C.
February 25, 2008**


LaShon K. Kell



State of New York
Supreme Court, Appellate Division
Third Judicial Department

I, Michael J. Novack, Clerk of the Appellate Division of the Supreme Court of the State of New York, Third Judicial Department, do hereby certify that

LaShon Kimberly Kell

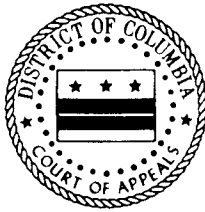
having taken and subscribed the Constitutional Oath of Office as prescribed by law, was duly licensed and admitted to practice by this Court as an Attorney and Counselor at Law in all courts of the State of New York on the 25th day of September, 2001, is currently in good standing and is registered with the Administrative Office of the Courts as required by section four hundred sixty-eight-a of the Judiciary Law.

In Witness Whereof, I have hereunto set my hand and affixed the Seal of said Court, at the City of Albany, this 14th day of February, 2008.



Michael J. Novack

Clerk



District of Columbia Court of Appeals
Committee on Admissions
500 Indiana Avenue, N.W. — Room 4200
Washington, D. C. 20001
202 / 879-2710

I, GARLAND PINKSTON, JR., Clerk of the District of Columbia Court of Appeals, do hereby certify that

LaShon K. Kell

was on the 14th day of November, 2003

duly qualified and admitted as an attorney and counselor and entitled to practice before this Court and is, on the date indicated below, an active member in good standing of this Bar.

In Testimony Whereof, I have hereunto subscribed my name and affixed the seal of this Court at the City of Washington, D.C., on February 12, 2008.

GARLAND PINKSTON, JR., CLERK

By: Christopher C. Dip
Deputy Clerk

Lawrence H. Cooke II
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New York, New York 10020
Telephone: (212) 307-5500
Facsimile: (212) 307-5598
Attorneys for Defendant Darryl A. Goldstein

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	x	
SECURITIES AND EXCHANGE COMMISSION,	:	
	:	
Plaintiff,	:	
	:	
v.	:	No. 07-cv-11275 (JGK/JCF)
	:	
DARRYL A. GOLDSTEIN and	:	
CHRISTOPHER L. O'DONNELL,	:	
	:	
Defendants.	:	
-----	x	

**PROPOSED ORDER GRANTING MOTION FOR
PRO HAC VICE ADMISSION OF LaSHON K. KELL, ESQ.**

This matter having come before the court on the application of LaShon K. Kell, counsel for Darryl A. Goldstein, to practice before this Court *pro hac vice*, in representing Defendant Darryl A. Goldstein, and the Court having reviewed these pleadings and being fully advised thereon:

IT IS HEREBY ORDERED that motion should be and hereby is GRANTED, and LaShon K. Kell is hereby admitted *pro hac vice* before this Court on this matter.

IT IS SO ORDERED, this _____ day of _____ 2008.

The Honorable John G. Koeltl
UNITED STATES DISTRICT JUDGE

copies to:

Lawrence H. Cooke II, Esquire
VENABLE LLP
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1270 Avenue of the Americas
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LaShon K. Kell, Esquire
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Christopher R. Conte, Esquire
Mark J. Kreitman, Esquire
Jordan A. Thomas, Esquire
U.S. Securities & Exchange Commission
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U.S. Securities & Exchange Commission
3 World Financial Center
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Tyler Emil Gellasch, Esquire
Daniel T. Brown, Esquire
Mayer Brown LLP
1909 K Street, N.W.
Washington, D.C. 20006

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 4~~th~~ day of March 2008, a true and complete copy of the foregoing *Motion for Pro Hac Vice Admission of LaShon K. Kell, Esq., Declaration of LaShon K. Kell, Esq. in Support of Pro Hac Vice Admission, and proposed Order* was served by first-class mail, postage pre-paid, on the following:

Christopher R. Conte, Esquire
Mark J. Kreitman, Esquire
Jordan A. Thomas, Esquire
U.S. Securities & Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Robert B. Blackburn, Esquire
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Room 4300
New York, NY 10281

Tyler Emil Gellasch, Esquire
Daniel T. Brown, Esquire
Mayer Brown LLP
1909 K Street, N.W.
Washington, D.C. 20006


Doreen S. Martin (DM5870)